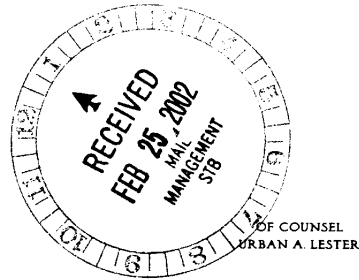


ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2266  
FAX (202) 393-2156



February 25, 2002

RECORDATION NO. 14914-A FILED

FEB 25 '02

2:18 PM

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Bill of Sale and Release of Security Interest, dated February 19, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Trust Agreement which was previously filed with the Commission under Recordation Number 14914.

The name and address of the party to the enclosed document are:

Trustee: Citibank, N.A.  
399 Park Avenue  
New York, NY 10022

[Company: Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, NE 68179]

A description of the railroad equipment covered by the enclosed document is:

35 locomotives UP 6025 – UP 6059

14914-A 2:18

Mr. Vernon A. Williams  
February 25, 2002  
Page Two

A short summary of the schedule to appear in the index follows:

Bill of Sale and Release of Security Interest

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr  
Enclosures

RECORDATION NO. 14914-A FILED

FEB 25 '02

2-18 PM

SURFACE TRANSPORTATION BOARD

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, by a certain Equipment Trust Agreement, dated as of February 15, 1986, executed by Citibank, N.A., as Trustee (the "Trustee") and Union Pacific Railroad Company (the "Railroad"), there was established the "Union Pacific Equipment Trust No. 1 of 1986" (the "Agreement");

WHEREAS, by the terms of said Agreement, as supplemented from time to time, the Trustee did lease to the Railroad certain units of railroad equipment described in Exhibit A attached hereto (the "Equipment");

WHEREAS, the Agreement was filed on March 3, 1986, under Recordation Number 14914 with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303; and

WHEREAS, the Railroad has paid in full the indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement, and has performed all obligations therein contained with respect thereto.

NOW THEREFORE, the Trustee, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full with respect to the Equipment; (b) sell, assign, convey, and transfer to the Railroad all its right, title and property interest in the Equipment described in Exhibit A; and (c) release any security interest it may have had in the Equipment described in Exhibit A, to the effect that such Equipment shall be transferred to Railroad free and clear of all liens, charges, liabilities, claims, security interests and encumbrances, of any person whatsoever, created or retained by the Agreement.

IN WITNESS WHEREOF, CITIBANK, N.A., the Trustee, as aforesaid, has caused its corporate name to be hereunto subscribed by its officer thereunto duly authorized this 19<sup>th</sup> day of February, 2002.

CITIBANK, N.A.

By: 

Title: P. DeFelice  
Vice President

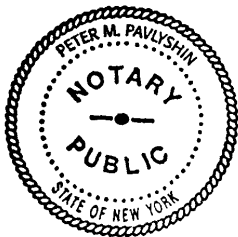
STATE OF NEW YORK )

) ss:

COUNTY OF NEW YORK )

On this 20<sup>th</sup> day of February, 2002, before me personally appeared

P. DeFelice, to me personally known, who, being by me duly sworn, did say that he/she is Vice President of CITIBANK, N.A., that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation.



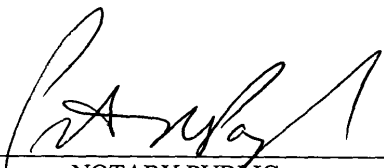
  
NOTARY PUBLIC  
PETER M. PAVLYSHIN  
Notary Public, State of New York  
No. 41-4991297  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires January 27, 2006

EXHIBIT A

35

3800-HP SD60 Diesel-Electric Locomotives

*UP*  
Road Numbers  
6025-6059, inclusive